

RECORDATION NO. 27987-A  
FILED

JUN 19 '09 -8 00 AM

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OF COUNSEL  
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SURFACE TRANSPORTATION BOARD

June 19, 2009

Anne K. Quinlan, Esquire  
Acting Secretary  
Surface Transportation Board  
395 E Street, S.W.  
Washington, D.C. 20423-0001

Re: RBSAF No. 98-030

Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease Assignment (RBSAF No. 98-030), dated as of June 20, 2008, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease (RBSAF No. 98-030) being filed with the Board under Recordation Number 27987

The names and addresses of the parties to the enclosed document are:

Assignor: RBS Asset Finance Inc.  
480 Jefferson Blvd.  
Warwick RI 02886

Assignee: Natixis Real Estate Capital Inc.  
9 West 57<sup>th</sup> Street, 36<sup>th</sup> Floor  
New York, NY 10019

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June 19, 2009  
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A description of the railroad equipment covered by the enclosed document is:

16 pieces of maintenance of way equipment: 2 Racine DAA Dual Anchor Adjusters S/Ns DAA-242-06 and DAA-243-06; Kershaw 38-6 Adzer-Cribber 38-175-06; Kershaw 35-13 Plate Broom 35-150-06; 2 Nordco Auto Lift Rail Lifters S/Ns 791016-06 and 791017-06; Nordco NETP-1 Tie Plugger 510033-06; Nordco TRIPP Tie Inserter Remover 760226-06; 4 Harsco 85-A3-26 Tie Plate Retrievers S/Ns 6300916, 6300926, 6300936 and 6300946; 2 Superior Sales SHC6301 Scrap Hopper Carts SHC2998-2 and SHC2998-3; and Kershaw 12-12 Tie Crane 12-1130-06.

A short summary of the document to appear in the index is:

Memorandum of Lease Assignment (RBSAF No. 98-030).

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned

Very truly yours,



✓ Robert W. Alvord

RWA/sem  
Enclosures

27987-A  
 RECORDATION NO. \_\_\_\_\_

JUN 19 '09 -8 00 AM

MEMORANDUM OF LEASE ASSIGNMENT

SURFACE TRANSPORTATION BOARD

(RBSAF - No. 98)

This Memorandum of Lease Assignment, dated as of June 20, 2008 is made by RBS Asset Finance, Inc., ("Assignor") and Natixis Real Estate Capital Inc. ("Assignee").

Pursuant to that certain Lease Agreement No. 98, dated as of August 31, 2006 (as amended, supplemented or otherwise modified from time to time, the "Master Lease"), between Assignor and BNSF Railway Company, a Delaware corporation ("Lessee"), Assignor and Lessee have entered into that certain Equipment Schedule No. 030 (as amended, supplemented or otherwise modified from time to time, the "Equipment Schedule"), which Equipment Schedule incorporates all of the terms and conditions of the Master Lease. The Equipment Schedule covers the property described on the attached Exhibit A (the "Equipment").

Assignor has assigned, transferred and conveyed to Assignee all of Assignor's right, title and interest, and all of Assignor's obligations, in, to and under the Equipment Schedule and in and to the Equipment.

IN WITNESS WHEREOF, the parties have executed this Memorandum of Lease Assignment as of the day and year first written above

RBS ASSET FINANCE, INC., Assignor

By Karl Albrecht

Name Karl Albrecht  
 Assistant Vice President

Title \_\_\_\_\_

NATIXIS REAL ESTATE CAPITAL  
 INC., Assignee

By E. René Mendez

Name E. René Mendez  
 Managing Director

Title \_\_\_\_\_

JMF

Joseph F. Falcone III  
 Director, Senior Counsel

State of IL )  
 ) ss:  
County of Cook )

BEFORE ME, a Notary Public in and for said County and State, personally appeared RBS Asset Finance, Inc., a New York corporation (the "Corporation"), by Keri Alberts, its Assistant Vice President, who acknowledged that she signed the foregoing Memorandum of Lease Assignment and that the same is her free act and deed, individually and as an officer of the Corporation, and the free act and deed of the Corporation.

IN TESTIMONY WHEREOF, I have hereunto set my hand and official seal at Chicago, Illinois, this 21 day of May, 2009.



Sarah Sanchez  
Notary Public

State of New York )  
 ) ss:  
County of New York )

BEFORE ME, a Notary Public in and for said County and State, personally appeared Natixis Real Estate Capital Inc., a New York corporation (the "Corporation"), by F. René Mendoz And Joseph F. Piccone III, its President, who acknowledged that he signed the foregoing Memorandum of Lease Assignment and that the same is his free act and deed, individually and as an officer of the Corporation, and the free act and deed of the Corporation.

IN TESTIMONY WHEREOF, I have hereunto set my hand and official seal at New York, N.Y., this 12<sup>th</sup> day of June, 2009.

Anne J. Equale  
Notary Public  
ANNE J. EQUALE  
Notary Public, State of New York  
No. 41-4706818  
Qualified in Queens County  
Commission Expires 2/28/2010

EXHIBIT A  
to  
MEMORANDUM OF LEASE ASSIGNMENT

1. Equipment Schedule: Equipment Schedule No. 030.
2. Initial Term: The Initial Term of Equipment Schedule No. 030 is 84 months commencing as of October 1, 2006.
3. Equipment: The Equipment covered by Equipment Schedule No. 030 consists of the following described property together with all additions, attachments, accessories and accessions thereto, whether or not furnished by the supplier of the Equipment, any and all substitutions, replacements or exchanges therefor and any and all proceeds (including insurance proceeds) of the foregoing:

<u>Qty</u>	<u>Mfr</u>	<u>Model/ Feature</u>	<u>Description</u>	<u>Serial Number</u>	<u>HNSF</u>
1	Harsco	85-A3-26	Tie Plate Retriever	6300946	X8500047
1	Nordco	Auto Lift	Rail Lifter	791016-06	X3800154
1	Nordco	Auto Lift	Rail Lifter	791017-06	X3800155
1	Kershaw	12-12	Tie Crane	12-1130-06	X6000262
1	Kershaw	38-6	Adzer-Cribber	38-175-06	X0300192
1	Nordco	TRIPP	Tie Insertor Remover	760226-06	X6300198
1	Kershaw	35-13	Plate Broom	35-150-06	X0500096
1	Racine	DAA	Dual Anchor Adjuster	DAA-242-06	X0100511
1	Racine	DAA	Dual Anchor Adjuster	DAA-243-06	X0100512
1	Superior	SHC6301	Scrap Hopper Cart	SHC2998-2	X8700055
1	Superior	SHC6301	Scrap Hopper Cart	SHC2998-3	X8700056
1	Nordco	NEPT-1	Tie Plugger	510033-06	X6200085
1	Harsco	85-A3-26	Tie Plate Retriever	6300936	X8500046

1	Harsco	85-A3-26	Tie Plate Retriever	6300916	X8500044
1	Harsco	85-A3-26	Tie Plate Retriever	6300926	X8500045
1	Kershaw	35-14	Double Broom	35-149-06	X0500095